



LEXIS Document Services

December 19, 2000

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 700
Washington D.C. 20423

RECORDATION NO. **23280** FILED

DEC 22 '00 9-08 AM
TS
SURFACE TRANSPORTATION BOARD

Dear Taledia,

Enclosed are three (3) originals of the **Memorandum of Railcar Lease** dated as of November 30, 2000 between the following parties:

Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC
1211 Avenue of the Americas, New York, NY 10036

Lessee: CSX TRANSPORTATION INC.
550 Water Street
Jacksonville, FL 32202

A short summary of the document to appear in the index follows:


Memorandum of Railcar Lease between Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC and Lessee: CSX TRANSPORTATION INC covering 25 covered hopper railcars with reporting marks and numbers - CEFX 9308-9362, NOT INCLUSIVE

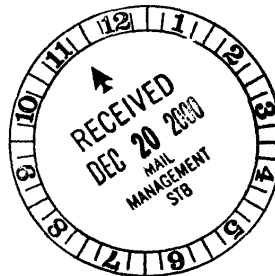
Please file this memorandum as a primary document and return TWO (2) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,


Rebecca Heisler
Administrator



enclosure

MEMORANDUM OF LOCOMOTIVE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF LOCOMOTIVE MASTER LEASE AGREEMENT, dated as of this 30th day of November, 2000, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and CSX TRANSPORTATION, INC., a Virginia corporation, with an address at 550 Water Street, Jacksonville, Florida 32202 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Locomotive Master Lease Agreement (the "Lease"), dated as of November 30, 2000, covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: JANICE M. WICKHAM
Name: JANICE M. WICKHAM
Title: Vice President

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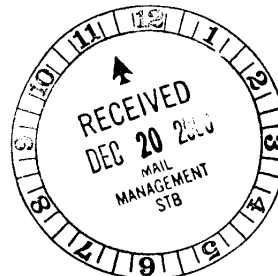
DEC 22 '00 9-08 AM

SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CSX TRANSPORTATION, INC.

By: FRED M. FAVORITE
Name: FRED M. FAVORITE
Title: SVP



SCHEDULE A

THE LOCOMOTIVES

<u>Road Number</u>	<u>Type</u>
CEFX 9308	SD45-2T, used
CEFX 9282	SD45-2T, used
CEFX 9273	SD45-2T, used
CEFX 9401	SD45-2T, used
CEFX 9373	SD45-2T, used
CEFX 9254	SD45-2T, used
CEFX 9245	SD45-2T, used
CEFX 9243	SD45-2T, used
CEFX 9392	SD45-2T, used
CEFX 9375	SD45-2T, used
CEFX 9400	SD45-2T, used
CEFX 9500	SD45-2, used
CEFX 9337	SD45-2T, used
CEFX 9359	SD45-2T, used
CEFX 9300	SD45-2T, used
CEFX 9347	SD45-2T, used
CEFX 9486	SD45-2, used
CEFX 9333	SD45-2T, used
CEFX 9328	SD45-2T, used
CEFX 9385	SD45-2T, used
CEFX 9395	SD45-2T, used
CEFX 9345	SD45-2T, used
CEFX 9330	SD45-2T, used
CEFX 9194	SD45-2T, used
CEFX 9362	SD45-2T, used